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**OSTER**  
**Researching Services**

12897 Colonial Dr. • Mt. Airy, Md. 21771  
Phone: 301-253-6040  
Fax: 301-253-6040\*

RECORDATION NO. 23517-D FILED

JAN 31 '02

10-40 AM

January 31, 2002

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Assignment Agreement dated 8/21/01 involving the following parties:

Assignor: Jules and Associates, Inc.  
515 South Figueroa Street  
Suite 1590  
Los Angeles, CA 90071

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue, Suite 300  
Minneapolis, MN 55402

Equipment: 1, MK5000C Locomotive  
MKCX 0501 (UTAH 5001)

Please record this agreement as a secondary document to STB Recordation #23517. The filing fee of \$28 is enclosed.

Summary: Memorandum of Assignment Agreement dated 1/14/02 between Jules and Associates, Inc. as Assignor and Wells Fargo Equipment Finance, Inc. as Assignee including one locomotive, MKCX 0501 (UTAH 5001).

Sincerely,

*Mary Ann Oster*

Mary Ann Oster  
Research Consultant

Enclosures

23517-D

JAN-14-2002 MON 08:52 AM WELLS FARGO EQF

FAX NO. 6123161862

P. 08

AUG-21-2001 TUE 11:29 AM WELLS FARGO EQF

FAX NO. 6126670124

P. 05

RECORDATION NO. 23577-D FILED

JAN 3 1 '02

10-40 AM

MEMORANDUM OF  
ASSIGNMENT AGREEMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 21st day of August, 2001 by and between Jules and Associates, Inc., a California corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

WITNESSETH

1. Assignor has agreed to assign to Assignee that certain Lease Schedule No. 2 to Master Equipment Lease A04182001 dated June 8, 2001, between Assignor, as Lessor and Utah Railway Company, as Lessee for the One (1) Locomotive bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In witness whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of August 21, 2001.

JULES AND ASSOCIATES, INC.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]  
Its: Jules Buchabenta, President


By: [Signature]  
Its: APR/Contract Analyst

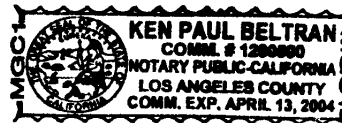
[Signature], 1/14/02

STATE OF California )  
COUNTY OF Los Angeles ) ss.

Before me, a Notary Public, in and for said county and state, personally appeared Jules Buenabenta the President of Jules and Associates, Inc. who acknowledged that she/he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at L.A., California this 14th day of January, 2002.

  
Notary Public  
My Commission Expires:

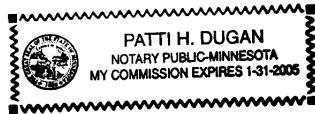


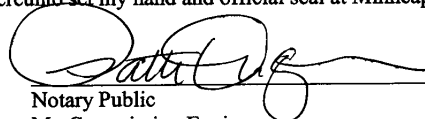
STATE OF MINNESOTA )

COUNTY OF HENNEPIN ) SS.

Before me, a Notary Public, in and for said county and state, personally appeared Jaqueline Barthelet AVP of Wells Fargo Equipment Finance, Inc. who acknowledged that she/he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Minneapolis, Minnesota this 14 day of January, 2002.



  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

**EXHIBIT "A"**  
**JULES AND ASSOCIATES, INC.**  
**LEASE NO: A04182001 SCHEDULE NO. 2**

**QUANTITY**

**EQUIPMENT DESCRIPTION:**

**EQUIPMENT LOCATION:** 1221 S. COLORADO AVENUE, PROVO, UT 84605

**VENDOR:**

**MOTIVEPOWER, INC.**

(Invoice No. 10171)

1

**MK5000C LOCOMOTIVE SERIAL NUMBER 3092-01,  
MKCX 0501 - (UTAH 5001)**

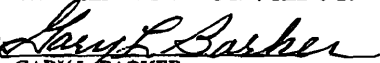
Along with all additions, substitutions, attachments, replacements, and accessions thereof, plus the proceeds of all the foregoing including amounts payable under any insurance policy.

This Exhibit "A" is attached to and a part of Jules and Associates, Inc. Lease No. A04182001 Schedule No. 2 and constitutes a true and accurate description of the equipment.

**LESSEE: UTAH RAILWAY COMPANY**

**ACKNOWLEDGED & ACCEPTED BY:**

BY

  
**GARY L. BARKER**

**TITLE: PRESIDENT**